

MAR 01 2004

APPR. WAC
TERM _____
DATE 3/1/04

**ARTICLES OF INCORPORATION
OF LAUGHLIN RANCH OWNERS ASSOCIATION**

1120204-0

**ARTICLE I
NAME**

The name of the corporation is LAUGHLIN RANCH OWNERS ASSOCIATION.

**ARTICLE II
DEFINED TERMS**

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for Laughlin Ranch recorded in the official records of the County Recorder of Mohave County, Arizona, as such Declaration may be amended from time to time. The corporation shall be referred to in these Articles of Incorporation as the "Corporation".

**ARTICLE III
KNOWN PLACE OF BUSINESS**

The known place of business of the Corporation shall be located at 3900 Frontage Road, Suite 1, Bullhead City, Arizona, 86442.

**ARTICLE IV
STATUTORY AGENT**

Jamie Kelley, whose address is 2031 Highway 95, Bullhead City, Arizona, and who is a resident of the State of Arizona, is hereby appointed and designated as the initial statutory agent for the Corporation.

86442 6004

**ARTICLE V
PURPOSE OF THE ASSOCIATION**

The Corporation is organized as a nonprofit corporation pursuant to the Arizona Nonprofit Corporation Act. The object and purpose for which this Corporation is

organized is to provide for the management, maintenance, and care of the Areas of Association's Responsibility and to perform all duties and exercise all rights imposed on or granted to the Corporation by the Association Documents or Arizona law. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE VI
CHARACTER OF BUSINESS

The character of the business which the Corporation intends to conduct in Arizona is to provide for the management, maintenance and care of the Areas of Association Responsibility and to exercise and perform such other powers and duties as are imposed on or granted to the Corporation by the Association Documents.

ARTICLE VII
MEMBERSHIP AND VOTING RIGHTS

Membership and Voting Rights shall be as set forth in the Declaration.

ARTICLE VIII
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be one
(1). The names and addresses of the initial director of the Corporation who shall serve until his successor is selected and qualified are as follows:

David W. Lords
6710 North Scottsdale Road, Suite 210
Scottsdale, Arizona 85253

The Board shall have the power to adopt, amend and repeal Bylaws for the Corporation.

ARTICLE IX
OFFICERS

The following persons shall be the initial officers of the Corporation and shall hold the positions opposite their names until their successors have been selected and qualify:

David W. Lords	- President
David W. Lords	- Secretary
David W. Lords	- Treasurer

ARTICLE X
LIMITATION ON LIABILITY OF DIRECTORS

The personal liability of a director of the Corporation to the Corporation for money damages for any action taken or any failure to take action as a director is hereby eliminated to the fullest extent permitted by the Arizona Nonprofit Corporation Act, as it may be amended from time to time. Any repeal or modification of this Article X shall be prospective only and shall not adversely affect the personal liability of a director or prior director for any act or omission occurring prior to the effective date of such repeal or modification.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify any person made a party to any civil suit or criminal administrative or investigative action, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation against expenses, including attorney's fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, if he acted, or failed to act, in good faith and he reasonably believed: (a) in the case of conduct in an official capacity with the Corporation, that the conduct was in its best interest; (b) in all other cases, that the conduct was at least not opposed to its best interests; and (c) in the case of any criminal action or proceeding, that he has not reasonable cause to believe the conduct was unlawful. Any indemnification of the directors, officers, employees or agents of the Association shall be governed by and made in accordance with the provisions of the Arizona Nonprofit Corporation Act. Any repeal or modification of this Article XI shall be prospective only and shall not adversely affect,

defeat or limit the right of any person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

ARTICLE XII
AMENDMENTS

During the Declarant Control Period, these Articles may be amended by the vote of at least two-thirds (2/3rds) of the directors. After the expiration of the Declarant Control Period, these Articles may be amended by the affirmative vote of Owners entitled to cast at least two-thirds (2/3rds) of the Eligible Votes.

ARTICLE VIII
DISSOLUTION

In the event the Corporation is dissolved to the extent permitted by the Arizona Nonprofit Corporation Act, the assets of the Corporation shall be granted, conveyed or assigned to a nonprofit corporation, association, trust or other entity organized and operating for purposes substantially similar to those for which the Corporation was organized.

ARTICLE XIV
DURATION

The Corporation shall exist perpetually.

ARTICLE XV
INCORPORATOR

The name and address of the incorporator of the Association is:

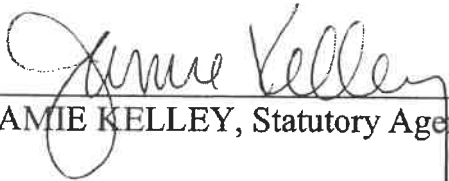
David W. Lords
6710 North Scottsdale Road, Suite 210
Scottsdale, Arizona 85253

Dated this 7th day of January, 2004.



David W. Lords, Incorporator

I, JAMIE KELLEY, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.



JAMIE KELLEY, Statutory Agent